

CALIFORNIA DEPARTMENT OF INSURANCE

In the Matter of the Application of

\_\_\_\_\_  
a \_\_\_\_\_ Corporation, Non-Survivor,  
and \_\_\_\_\_  
a \_\_\_\_\_ Corporation,  
Survivor (admitted) for the Insurance  
Commissioner's Consent to the Merger of  
First Named Corporation With and Into  
the Second Named Corporation as the  
Surviving Entity.  
\_\_\_\_\_

ANNUAL STATEMENT AND  
TAX RETURN COMMITMENT  
BY SURVIVING ENTITY  
IN A MERGER

STATE OF \_\_\_\_\_ )  
 ) SS  
COUNTY OF \_\_\_\_\_ )

\_\_\_\_\_, first being duly sworn, deposes and says:

That he is an executive officer, to wit, the \_\_\_\_\_  
\_\_\_\_\_ of the above-named surviving entity to the above-described  
merger. In furtherance of applicant's application for the Insurance Commissioner's written consent required by law to  
such transaction the undersigned insurer as surviving entity in said merger hereby undertakes to make (or cause to be  
made) and file the following:

(1) On behalf of itself and each non-surviving constituent, an annual statement for the calendar year of the merger  
as of the effective date thereof without giving effect thereto (in triplicate for each admitted constituent and one copy for  
each other constituent or party to the transaction).

(2) For itself, in addition to the "before merger" statement mentioned above, a consolidated annual statement (in  
triplicate) as of the effective date of the merger giving effect thereto. Hence, e.g., in a two-company merger there will  
be three annual statements: a "before merger" statement by each company, and an "after merger statement" by the  
survivor. The latter may be simplified so as to show only beginning balances, assets, liabilities and surplus, plus a  
reconciliation of any inter-company accounts.

(3) On behalf of each non-surviving admitted constituent to the captioned transaction, such California Annual Tax  
Returns (in duplicate) as may become due between the date hereof and consummation of the transaction, including one  
for the last calendar year during any part of which such admitted non-surviving constituent last held a valid California  
Certificate of Authority; and such Periodic Prepayment Tax Returns (one copy only) as may be required by the California  
Revenue and Taxation Code, and not already filed, including that for any calendar period during any part of which any  
such admitted non-surviving constituent last held a valid California Certificate of Authority.

(4) (Applies only with respect to such admitted non-surviving constituents as insured directly or reinsured ocean  
marine risks.) Such ocean marine insurance tax reports as may become due between the date hereof and completion of  
the captioned transaction, including that for the calendar year during any part of which such constituent(s) last held a  
valid California Certificate(s) of Authority.

Additionally, the undersigned insurer agrees: (a) to pay all taxes when due, plus any penalties and interest lawfully

found due and owing after receipt and audit of all statutory returns; (b) to pay any statutory penalties that may accrue on account of late filing of or failure to file any of the foregoing applicable items in this commitment; (c) to pay any retaliatory charges lawfully due and owing; and, (d) in the event any admitted constituent to the subject transaction was transacting business in California on December 31st last preceding the effective date of such transaction, to pay the \$324 annual statement filing fee due pursuant to Insurance Code Section 900.5 if such constituent does not itself pay said fee.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the company's seal on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
(Full corporate name of surviving corporation)

By \_\_\_\_\_  
(Officer executing for company)

\_\_\_\_\_  
(Title or position)

Subscribed and sworn to on \_\_\_\_\_, \_\_\_\_\_, before me, a Notary Public in and for said County and State.

\_\_\_\_\_  
Notary Public

#### INFORMATION AND INSTRUCTIONS TO COMPANY

Premium and retaliatory taxes shall be paid simultaneously by remittance payable to the State Controller, separately from any filing fees or other fees. Tax payments should be addressed as indicated on your tax forms, to the California Insurance Commissioner, Attention: Cashier. Said remittance shall reflect the insurer's premium and retaliatory tax liability inclusive of interest and penalties due. In the event a fee for filing an annual statement is incurred, it should be paid by check payable to the Insurance Commissioner, P.O. Box 398, San Francisco, CA 94101.

All premium and retaliatory returns and taxes, except filings made in conjunction with ocean marine insurance, shall be due and payable annually on or before April 1. Returns and taxes due on account of ocean marine insurance shall be due and payable on or before June 15th.

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